



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

LLC-1014.1  
(04/08)

GUIDE FOR ARTICLES OF RESTATEMENT OF THE  
ARTICLES OF ORGANIZATION OF A VIRGINIA LIMITED LIABILITY COMPANY

ARTICLES OF RESTATEMENT OF

\_\_\_\_\_  
*(limited liability company's name as currently on record with the SCC)*

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 2 of the Code of Virginia, states as follows:

1. The name of the limited liability company is \_\_\_\_\_ *(name currently on record with the SCC)*.
2. The text of the [Amended and] Restated Articles of Organization is attached.
3. The restatement contains [or, does not contain] an amendment to the articles of organization.
4. The restatement of the articles of organization was adopted by the limited liability company on \_\_\_\_\_ *(date)*.
5. *(Set forth the manner by which the restatement was adopted on behalf of the limited liability company; only set forth the text from the applicable option listed below.)*

The restatement of the articles of organization was approved:

Option A: By a vote of the members in accordance with the provisions of the Virginia Limited Liability Company Act. *(See Instructions for requisite vote.)*

Option B: By a majority of the persons named as a manager in the articles of organization. Member action was not required because the limited liability company was formed without any members and no members have been admitted.

Option C: By a majority of the organizers of the limited liability company. Neither manager nor member action was required because the limited liability company was formed without any managers or members, and no members have been admitted.

Executed in the name of the limited liability company by:

_____ <i>(signature)</i>	_____ <i>(date)</i>
_____ <i>(printed name)</i>	_____ <i>(title (e.g., manager or member))</i>
_____ <i>(limited liability company's SCC ID no.)</i>	_____ <i>(telephone number (optional))</i>

*(If applicable, set forth the following statement: The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)*

*(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company was formed without any managers or members and no members have been admitted, by an organizer.)*

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

**THIS FORM IS TO BE USED AS A GUIDE ONLY.**

**SEE INSTRUCTIONS ON THE REVERSE**

## INSTRUCTIONS TO FORM LLC-1014.1

Guideform LLC-1014.1 has been produced by the Commission as a guide to help you prepare the limited liability company's articles of restatement. Please note, however, that a marked-up version of this guideform **will not** be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The restated articles of organization supercede the original articles of organization and all amendments thereto.

**Approval:** If the limited liability company has members, the restatement must be approved by all of the members, unless the articles of organization or a written operating agreement provides that the company's operating agreement may be approved by a lesser number or percentage of members, in which case the amendment shall be likewise approved. See §§ 13.1-1014.1 and 13.1-1023 of the Code of Virginia. Other methods of approval are provided for in Option B or C of paragraph 5. See § 13.1-1014 of the Code of Virginia.

**Signature:** The articles must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company has been formed without any managers or members and no members have been admitted, by an organizer, or if the limited liability company is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

The person signing the articles must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

**IMPORTANT:** If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, set forth a statement to this effect below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.***

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid if these articles are filed with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

### NOTE

The registered office and/or registered agent cannot be changed by filing a restatement of the articles of organization. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form LLC-1016. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at [www.scc.virginia.gov/clk/ElectronicFormRequest.aspx](http://www.scc.virginia.gov/clk/ElectronicFormRequest.aspx).